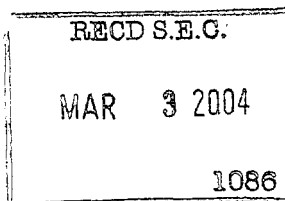




CentAmx
**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



04011106



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March 3, 2004

1-11758

Ms. Willie Mae Stroud
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Office of Filing Information & Consumer Services
Division of Market Regulation
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

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MAR 09 2004

**THOMSON
FINANCIAL**

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, Inc. (the "Exchange") received from Morgan Stanley (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

Global Medium-Term Notes, Series C
10% SPARQS
(exchangeable for shares of
common stock of Tellabs, Inc.)
due April 1, 2005

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,